

OneOhio Region 19 Bylaws

(Ashland, Erie, Huron, Lorain, Medina, Richland, and Wayne counties)

Adopted: February 10, 2024

1. Preamble

OneOhio Region 19 was created pursuant to The One Ohio Memorandum of Understanding (“The OneOhio MOU”), and upon input of Local Governments throughout the region of Ashland, Erie, Huron, Lorain, Medina, Richland, and Wayne counties. The OneOhio MOU provides a mechanism for distribution of opioid settlement funds and outlines how funds can be used.

Pursuant to The OneOhio MOU, Section D.2: “Each Region shall create their own governance structure, so it ensures all Local Governments have input and equitable representation regarding regional decisions including representation on the board and selection of projects to be funded from the region’s Regional Share.” The Memorandum, Section D.2, further provides: “Regions shall have the responsibility to make submissions regarding the allocation of funds to projects that will equitably serve the needs of the entire Region.”

These Bylaws and Rules of Procedure are enacted by the OneOhio Region 19 Board of Directors to govern the actions taken by OneOhio Region 19 under The OneOhio MOU.

2. Definitions

Unless otherwise specified herein, the terms used in these Bylaws and Rules of Procedure are to be interpreted as defined in The OneOhio MOU. Further, these Bylaws and Rules of Procedure are to be construed consistent with The OneOhio MOU, which is attached hereto as **Exhibit A** and incorporated herein.

3. Name

This Region will be referred to as “OneOhio Region 19”. Its board of directors shall be referred to as “The OneOhio Region 19 Board of Directors.”

4. Purpose

These Bylaws are adopted to set forth the governing principles for OneOhio Region 19 under The One Ohio Memorandum of Understanding.

5. Powers & Duties of the Board of Directors

OneOhio Region 19 will be governed by “The OneOhio Region 19 Board of Directors” (referred to herein as the “Board”). The Board shall make regional decisions under The OneOhio MOU, including representation on the OneOhio Recovery Foundation, Inc. and selection of projects to be funded from the region’s Regional Share of Opioid Funds. The Board shall have all powers and duties necessary to carry-out the functions of OneOhio Region 19 under The OneOhio MOU, consistent with these Bylaws, including, but not limited to:

- A. Adopting or amending Region 19 bylaws, regulations, rules and policies.
- B. Selecting Region 19’s member on the OneOhio Recovery Foundation, Inc. board (“Foundation Board”) under Section D.4 of The Memorandum.
- C. Evaluating and making submissions regarding the allocation of regional funds throughout the Region.

- D. Engaging experts, counsel, consultants and vendors as appropriate for these purposes; and
- E. Taking other actions consistent with Section D.2 of The Memorandum.

OneOhio Region 19 shall not directly receive funds or contributions, or acquire, hold, encumber real or personal property or tangible or intangible property.

6. Composition of the Board of Directors

A. Board Members.

The OneOhio Region 19 governance structure will initially be comprised of a 7-member founding Board of Directors, consisting of one member from each of the following classes in each county in Region 19:

- One member appointed by the Board of County Commissioners from each county represented in Region 19; and such other members as are unanimously approved by the Region 19 Board members from time-to-time under these Bylaws.
- Technical Support Team: To further the purposes of The OneOhio MOU, The Board shall endeavor to include participation on the Regional Board by subject matter experts from backgrounds such as health, mental health, treatment, education, judicial, law enforcement, community/faith and lived experience backgrounds, and/or such other persons as the Board determines to be consistent the objectives of The OneOhio MOU and the needs of Region 19.

B. Alternates

Each Board Member may have an alternate as appointed by the County Commissioners of the County they represent. An alternate to represent such member at any Board meeting that the member's regular representative is unable to attend. The member shall notify The Board's Secretary in writing (paper or electronic) of the alternate's name and the minutes will reflect that the alternate member attended.

C. Officers

At the first annual meeting of The Board, and in its first regular meeting in each successive year, the members shall elect the following Board Officers from amongst its members and upon nomination:

1. President. The President will preside over regular and special meetings of The Board and Executive Committee and may call special meetings of the Executive Committee with twenty-four (24) hours' notice to all regular Executive Committee members or call special meetings of the Board upon fourteen (14) calendar days' notice to all regular Board members. The President will prepare agendas for each Board and Executive Committee meeting and provide the agenda to the Secretary for distribution to other members with the meeting notice. The President will also sign correspondence and Resolutions on behalf of the Board.

2. Vice President. The Vice President shall assume the role of the President in the event of an absence or vacancy of the President. If both the President and Vice President are absent, the Board or Executive Committee will select a presiding officer for the meeting by majority vote of those in attendance at the meeting.

3. Secretary or Designated Support. The Secretary shall maintain a roster of Board members and alternates, and prepare and provide members with meeting notices, take minutes of the meetings of the Board and Executive Committee, and provide minutes and other records of The Board and Executive Committee to the Administrative Agent for recordkeeping and to The OneOhio Region 19 Foundation Representative.

In the event no nominee receives a majority vote, the nominee receiving the greatest number of votes shall be elected.

The officer's term shall commence at the conclusion of the meeting at which the officer is elected by the members and continue through the first regular meeting of The Board in the following year.

The Board, by an affirmative vote of six members, may remove an officer prior to the expiration of the officer's term.

In the event of a removal or vacancy of an officer, the member from whom the officer was selected by The Board shall appoint a successor for the unexpired term.

D. Sub-Committees

The Board may create and appoint one or more sub-committees not inconsistent with The OneOhio MOU or these Bylaws, which may consist in part or totally of non-board members.

E. Ex Officio Members

The OneOhio Region 19 representative to the OneOhio Recovery Foundation, Inc. shall be an ex officio member of the OneOhio Region 19 Board, shall not be considered for quorum purposes and shall have no vote on the OneOhio Region 19 Board.

The Board, by majority vote of all members, may appoint other ex officio members, who shall not be considered for quorum purposes and shall have no vote.

All ex-official members shall receive notice of meetings.

F. Terms of Office

Each Board member and each officer shall serve a term of two years on the Board, beginning at the conclusion of the Board's first regular meeting of the year, continuing through the end of the Board's first regular meeting of the following year. There shall be no limit to the number of terms to which a person may be appointed or elected. All members and officers serve without compensation.

7. Board Member Rights and Responsibilities

A member of the Board shall perform the duties of a Board member in good faith, in a manner the Board member reasonably believes to be in or not opposed to the best interests of the members and Region 19, consistent with the purposes of The OneOhio MOU, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

8. Conflicts of Interest

Section 1. OneOhio Region 19 members are bound by the Ohio Ethics Law and related statutes. A Member has a "Conflict of Interest" with respect to a transaction effected or proposed to be effective by OneOhio Region 19 (a "Transaction") or a claim, action, cause of action, right or defense of OneOhio Region 19 (a "Claim") if the Member knows that any person or entity other than the OneOhio Region 19 (including but not limited to the Member) has a financial interest in or related to the Transaction or Claim that would reasonably be expected to exert an influence on the Member's judgment if he or she were called upon to authorize or vote upon the authorization of the Transaction or the assertion of the Claim. A Member who has a Conflict of Interest shall disclose the Conflict of Interest when it arises, and before action on the Transaction or Claim in question to the rest of the Members of OneOhio Region 19. A Member who has a conflict of Interest arising out of or related to a Transaction or Claim shall be excused from the meeting before any discussions or voting concerning the authorization of the Transaction or the assertion of the Claim, provided that the Member shall make the disclosure required by this provision, respond to questions from the other Members or a subcommittee (if applicable), and be counted in determining the presences of a quorum at any meeting of the Members or the subcommittee. In the event a Transaction or the assertion of a Claim is approved or rejected in a manner that is not in compliance with this provision, OneOhio Region 19 shall recover from the Members any benefit accruing to him or her. Any such Transaction shall be voidable at the option of the OneOhio Region 19 if there is a reasonable basis to conclude that the Transaction would likely not have been approved if this provision had been complied with.

9. OneOhio Recovery Foundation, Inc. Representative

The Board, by majority vote of the quorum, shall appoint one person to be the OneOhio Region 19 representative to The OneOhio Recovery Foundation, Inc. Board ("Foundation

Representative”), and any alternates. The nominees need not be a public official from a Local Government in Region 19 and may be a representative from another organization or a private individual.

The OneOhio Region 19 Foundation Representative shall:

- A. Serve on the OneOhio Recovery Foundation, Inc. Board consistent with the OneOhio MOU, Section D;
- B. Attend Foundation meetings.
- C. Carry-out the directives of the OneOhio Region 19 Board; and
- D. Attend OneOhio Region 19 Board meetings and provide information and updates to Board members about the Foundation.

The Foundation Representative shall perform the duties in good faith, in a manner the Foundation Representative reasonably believes to be in or not opposed to the best interests of OneOhio Region 19, consistent with the purposes of The OneOhio MOU, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

The Foundation Representative shall follow all conflict-of-interest policies and other policies of the Foundation and OneOhio Region 19 Board.

10. Meetings

All business of the Region 19 Board of Directors shall be conducted in meetings of the Board, which are called for that purpose after notice.

A. Regular Meetings

The Board’s regular meetings shall be held on the third Wednesday of every month from 4:00 till 5:30 p.m. The scheduled time and location of the meeting will be set forth by the Board at each preceding annual meeting of The Board. The Annual Meeting will be held in February each year.

B. Special Meetings

Special meetings of the Board may be called by the President, or by any three members by written request to the President. The Secretary shall notify each member not less than 24 hours prior to the meeting of its time, place, purpose, and proposed agenda.

C. Virtual Meetings

As permitted by Ohio law, meetings may be held by means of communication equipment (teleconference, video conference, etc.) at the direction of the Region 19 President.

D. Notice

Written or electronic notice of the time, place, purpose, and proposed agenda for each meeting will be given to each Board member at least 48 hours before a regular meeting and

24 hours before a special meeting. The Board shall assign the Secretary, designated support person, or Administrative Agent, the duty of maintaining a list of other people requesting notice of meetings and of using the list to give reasonable notice.

E. Quorum

No meeting of The Board or a Committee of The Board shall be conducted without a quorum. A quorum shall exist for meetings of The Board if at least one Board member, or the member's alternate appointed by the County Commissioners (of the county they represent), from each county in OneOhio Region 19 is present at the meeting. A Board member is deemed to be present if attending in person or by the communications systems authorized by the Board. A quorum shall exist for meetings of the Executive Committee or any other committee of the Board if a majority of the members of such committee, or their alternate, are present. Any meeting may be adjourned by a majority vote of those present.

F. Procedure and Order of Business

The general procedure for meetings of The Board shall be in harmony with these Bylaws and principles of parliamentary procedure. The order of business at all Regular meetings of the Board shall ordinarily be as follows:

- 1st Reading and approval of the minutes from the last meeting.
- 2nd Report of the President.
- 3rd Report of the Foundation Representative.
- 4th Report of Committees, if any.
- 5th Consideration of programs, funding requests and submissions; and
- 6th Other Business

G. Voting

All voting Board members or their alternate present a meeting shall be entitled to one vote on each matter submitted to the members for their vote.

Votes will be upon a motion, "second," opportunity for discussion and a voice or rollcall vote and shall be recorded in the minutes.

The act of a majority of the voting Board members or their alternate present at a meeting at which a quorum is present is the act of the Board, unless otherwise specified in these Bylaws.

Any vote or action may be rescinded or revoked by the same vote, consent, waiver, or release as at the time of rescission or revocation would be required to authorize or take that action in the first instance.

In the event of a tie vote, the Board President, or the member serving as the President for that meeting, shall have the tie-breaker vote.

H. Transparency and Records

The Board will operate in a transparent manner and its meetings will be open to the public. The Board may establish a method whereby any person may receive notice of the meetings.

I. Minutes

The Secretary shall take the minutes of each meeting. Minutes of Board meetings will be promptly prepared, filed and maintained and shall be open for public inspection consistent with these Bylaws. The minutes shall record the time, date and location of the meeting, the Board members present, the Board members absent, the nature of the discussion, and any motions, seconds and votes taken. Minutes shall be reviewed by the Board members at the next Regular meeting or sooner and approved or amended.

11. OneOhio Region 19 Records

The Secretary, or designated support person, shall take charge of all records of OneOhio Region 19, and shall provide them to the Board's Administrative Agent for recordkeeping. All records of OneOhio Region 19 shall be maintained by the Administrative Agent consistent with Ohio Rev. Code Sec. 149.43. Every Board member, each Local Government with the Region, and the public, shall have the right to examine such records upon reasonable notice and during the regular operating hours of the Administrative Agent. The Administrative Agent may charge for copies consistent with its public records policy.

Every Board member, and each Local Government with the Region, shall have the right to examine such records upon reasonable notice and during the regular operating hours of the Administrative Agent. The Administrative Agent may charge for copies consistent with its public records policy.

12. Administrative Agent

The Board shall appoint an Administrative Agent for the purpose of keeping OneOhio Region 19 records, and for disseminating notices of The Board and any Subcommittees. If the Administrative Agent resigns from that role, it must transmit all OneOhio Region 19 records to the successor Administrative Agent. The Board may also request the Administrative Agent to develop and administer a call for projects and programs for consideration by The Board and its Technical Committee; assist The Board in developing review criteria of projects and programs for funding submissions; and any other actions as The Board may request and the Administrative Agent may agree.

The Board may also request the Administrative Agent to: study the impact of the opioid crisis and abatement efforts in the Region and make reports to The Board; develop and administer a call for projects and programs for consideration by The Board and Executive Committee; assist

The Board in developing review criteria of projects and programs for funding submissions; and any other actions as The Board or Executive Committee may request and the Administrative Agent may agree.

13. Amendments

These Bylaws shall only be amended or repealed by majority vote of all Board members, and in meeting of The Board called for that purpose and must include an affirmative vote of at least one Local Government member from each of the seven counties represented on the Region 19 Board. The following procedures shall be followed for any such amendments:

A. Any member or members proposing an amendment to these Bylaws or Rules of Procedure shall notify all members of The Board not less than seven calendar days prior to the meeting at which such amendment will be placed before The Board.

B. Any such vote shall be by roll call, and the motion, second and vote shall be recorded in the minutes of the meeting, together with a summary of the discussion on the motion.

C. Amended Bylaws shall be promptly prepared and distributed to all Board members and the Administrative Agent.

14. Duration

OneOhio Region 19 will continue to exist, and these Bylaws and Rules of Procedure will continue to be in effect as from time-to-time amended pursuant to the requirements herein, until the purposes of Region 19 under The One Ohio Memorandum of Understanding have been fulfilled. Thereafter, Region 19 shall be dissolved, and these Bylaws and Rules of Procedure shall cease to be in effect.